



**2007 - 2012**

**EROSH BUSINESS PLAN**

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## **ERoSH Business Plan**

### **1) Executive Summary**

- a) EROSH was launched in 1996, following the successful Project of the Emerging Role of the Warden. Since then, there have been regular awareness campaigns, the first starting in 1999. It became a membership organisation, with yearly subscriptions to help fund events, campaigns, marketing as well as some administration in 2001. In 2003, EROSH became a registered charity. In 2004, EROSH organised its first national conferences. In 2007, to mark its tenth anniversary EROSH will re-brand to become the Essential Role of Sheltered Housing).
- b) EROSH is constantly evolving, and as such, needs a Business Plan to co-ordinate and plan its activities over the coming two to five years.
- c) This evolution of EROSH has been necessary, and it is a positive sign that to date, it has come so far.
- d) Despite a slight change of language, EROSH's aims have not changed and are now formalised within its charitable constitution:
  - i) Promoting the education of the public in the provision of sheltered housing in order to relieve the needs of the older people; and
  - ii) To relieve the needs of the older people by promoting the effective use of resources by charities and non-charitable organisations within the sheltered housing and related services sector.

### **2) EROSH Structure**

- a) EROSH has an Executive Committee, which reports into a Board of 15 Trustees
- b) The Executive Committee will include:
  - i) Chair (Job Profile – see Appendix A)
  - ii) Hon. Vice Chair (Job Profile – see Appendix B)
  - iii) Hon. Treasurer (Job Profile – see Appendix C)
  - iv) Hon. Secretary (Job Profile – see Appendix D)
  - v) Chairs of the following sub-committees:
    - Collaboration & Development
    - Regional Development
    - Finance
    - Marketing
- c) An annual general meeting is held within 6 months of the end of each financial year.
- d) The Committee is elected at the annual general meeting.
- e) Trustees of the Executive Committee are also members of the Sub-Committees.

### **3) The Service**

- a) Since its launch, EROSH has developed from a small group of dedicated individuals to a consortium of 241 members<sup>1</sup>
  - i) The opportunity to participate in industry-recognised national awareness activities that promotes the benefits of sheltered housing and related services, which in particular can help create new or add to existing waiting lists for individual schemes or services
  - ii) Receipt of free copies of good practice guides that can help organisations deliver their service strategies.

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<sup>1</sup> 241 members registered as of 04.04.07

- iii) Access to papers that interpret government initiatives for sheltered housing providers (e.g. SP for Older People)
  - iv) The opportunity to network and share best practice with other providers
  - v) Information checklists for the general public, and health, housing and PCT professionals
  - vi) Bi-yearly newsletter
  - vii) Affiliation to a high-profile consortium that represents the interests of sheltered housing and related services at central government level.
- b) EROSH provides informed opinion in its media relations. Each year, EROSH succeeds in obtaining media coverage – features articles and opinion pieces – in Inside Housing, Local Government News, the journal, Working with Older People, as well as coverage within national and regional media.
- c) EROSH’s reputation is growing, built upon its ability to be at the heart of what is happening within the sheltered housing and related service sectors: a huge gap existed in the sector before EROSH was formed.

#### **4) Vision, Purpose, Values Aims**

- 1) EROSH sets out to:
- To raise awareness of the range of sheltered housing and related support services with stakeholders and prospective customers
  - To promote the resources of sheltered housing schemes to stakeholders
  - To promote & demonstrate the benefits of sheltered housing and related support services with stakeholders and prospective customers
  - To promote and influence effective joint working, both operational and strategic
  - To disseminate good practice.
- 2) We achieve this by:
- a) Being an informed observer of/commentator on the sheltered housing and related support services sectors
  - b) Gaining positive media coverage within trade and general media
  - c) Representation on relevant governmental working groups, and links with senior policy makers/advisers within the relevant Government departments and Health.
  - d) Promoting best practice amongst EROSH members and the sector as a whole.
- 3) Having received its charitable status, EROSH is utilising wider opportunities to promote itself outside of the sheltered housing and related support sectors.
- 4) We give priority in the use of resources to our membership, upon whom we rely for subscriptions, while constantly seeking to attract new members and promote its messages to external but associated bodies.
- 5) We work with people and organisations openly and collaboratively, involving service users, partners and stakeholders in the decisions we make.
- 6) Through our work, we seek to enable older people to make informed choices about their housing option decisions by raising awareness of sheltered housing and related services amongst the 50+ population and health and social care professionals.

- 7) In drawing up this plan, we have taken account of demographic and environmental changes that are happening or will happen:
- a) **Demographic** – people living longer and an increase in the retired population, with a related rise of age-related disabilities or illness. The ‘baby boomers’ generation who are re-writing the textbooks on what retirement means, the increase in older people from Black and minority ethnic communities.
  - b) **Social** – higher expectations (bedsits no longer wanted), changing patterns of care within the family
  - c) **Socio-political** – growing interaction between local and health authorities, emergence of PCTs, ongoing debate about provision of ‘free’ care, closures of nursing homes, agenda of delayed discharges (‘bed-blocking’), the National Service Framework for Older People and its Single Assessment Process
  - d) **Legislative and regulatory** – Government initiatives, Care Standards Act, changes in The Housing Corporation’s regulatory and funding frameworks.
- 8) Our principal strategic Business Aims for the next five years are:
- a) To develop the capabilities of EROSH:**
    - i) By working jointly with registered social landlords, local authorities and professionals working with and on behalf of older people.
    - ii) By attracting more sheltered housing and related service providers to join by enhancing membership benefits and continuing awareness within the sector.
    - iii) By identifying key operational issues for sheltered housing providers and related services for older people and produce best practice guides to support them in their service delivery.
    - iv) By providing an effective and efficient administration and membership support service
    - v) By providing EROSH’s professional expertise to members and associated organisations, via marketing / conference working collaboration on special projects. By providing a website which is the place for housing, health and social care professionals to access news and information relating to the sheltered housing sector and related sectors.
  - b) To work in partnership with statutory bodies to improve housing and support for existing and future sheltered housing residents:**
    - i) By encouraging members and the sector as a whole, to use the Checklists in collaboration with their respective PCTs and Social Services.
    - ii) By maintaining and building upon existing relationships with policy makers / advisers within central and local government.
    - iii) By creating the opportunities for EROSH members to network and share best practice.
  - c) To maintain and wherever possible improve on the good performance achieved over EROSH’s history so far:**
    - i) By staying focused on our Constitution’s aims.
    - ii) By evaluating annually our performance in relation to these aims.
- 9) The principal challenges that face us in achieving our strategic aims are:
- i) Maintaining the dedication of ‘the current team’ and attracting new ‘blood’ (professionals and residents) into EROSH operations.
  - ii) Maintaining good communication between EROSH Groups who feed into the Executive Committee.
  - iii) Creating and maintaining a solid network of regional EROSH groups who can provide invaluable support and feedback to EROSH operations.

- iv) To provide support to our Members in Government initiatives
  - v) To make the best use of our resources.
- and overall:
- vi) Raising awareness of the benefits of Sheltered Housing and related support services.
  - vii) To maintain our financial capability at a level which enables us to pursue our strategic aims and cope with the unexpected.

## **5) Aims of Sub Groups**

### **Marketing Sub Group**

- To create and raise awareness of EROSH as a professional charitable organisation – representing the sheltered and related support services sector.
- To position EROSH as a leading advocate on behalf of the sector
- To position EROSH as a resource for best practice in the sector
- To implement effective two-way communication with our members and working partners.
- To create new ways of harnessing the skills and resources of the membership to promote the charity
- To promote the benefits of sheltered and related support services to the general public
- To retain and attract new members

### **Collaboration and Development Sub Group**

The Group has previously agreed that its overall objectives are to:

- Promote sheltered and retirement housing
- Promote good policy, practice and joint working

#### **By**

- Producing articles/letters in trade press
- Speaking at conferences
- Lobbying at meetings
- Responding to policy proposals (e.g. Supporting People, Housing Corporation's Older Persons Strategies)
- Producing publications (e.g. checklists )
- Providing information on sheltered and retirement housing provision (e.g. EAC website)

#### **In collaboration with:**

- |   |   |
|---|---|
| • EROSH members (who include RSLs, Local Authorities & ALMOS) | • National Wardens Association                        |
| • EROSH member support providers                              | • Chartered Institute of Housing                      |
| • Elderly Accommodation Counsel                               | • AEA   |
| • Centre for Sheltered Housing Studies                        | • The 'Big 3'   |
| • Digital Unite   | • 2020 Partners                                       |
| • Age Concern   | • National Housing Federation (inc. Northern Ireland) |

#### **To influence:**

- |                               |                     |
|-------------------------------|---------------------|
| • Supporting People teams     | • Help the Aged     |
| • Department of Health        | • Counsel and Care  |
| • tenants + prospective users | • MPs + Councillors |

- Housing Corporation
- Department of Communities and Local Government
- Primary Care Trusts
- National Health Service
- Local Authorities + Social Services
- Media
- private sector providers
- care providers
- Housing Advice, Information and Mediation Service
- Telecare Services Association
- Age Concern
- National Housing Federation
- Think tanks
- devolved government
- older people's champions
- N. Ireland / Wales / Statutory bodies
- Housing Associations Charitable Trust
- Local Area Renewal Partnerships
- Housing and Older People Development Group
- Tenant Participation Advisory Service
- Federation of Black Housing Organisations

During 2007-2012 the Group will:

- 1.0 Collaborate with other ERoSH representatives to develop a plan and implement a programme for the 2005 Campaign promoting a vision for sheltered and retirement housing
- 2.0 Continue to connect with both existing and new national initiatives which impact on sheltered and retirement housing
- 3.0 Continue to grow the membership of the Group so that it reflects all stakeholders
- 4.0 Enhance links with the National Wardens Association
- 5.0 Involve regional groups and members in identifying good practice, aligning targets, identifying and encouraging Sheltered Housing Champions, using the Housing Lin.
- 6.0 Find and support Sheltered Housing Champions
- 7.0 Consider applying for new IGP grant
- 8.0 Develop ERoSH role in promoting partnership working at strategic and local levels
- 9.0 Contact England's Older People's Champions by writing to them in each LA, informing them of our revised aims and seeking their views and support

### **Finance Sub Group**

ERoSH finance sub-committee will produce an annual budget that will inform all expenditure planning for the year ahead.

ERoSH will not commit more than 90% of estimate income to its annual budget. A Reserve of at least 10% of carried forward funds shall be maintained.

The executive committee shall approve an annual budget by November of the year prior to operation.

Budget spend areas will be delegated to budget holders, all budget holders must play an active part of the finance sub committee and attend at least two meeting a year. All payments from invoices are to be authorised by the spending trustee

All finance activity must be commenced with the generation of a purchase order numbered consecutively by the budget holder in an agreed manner.

Cheques are to be signed by the treasurer and the chair or other agreed party subject to minuted executive approval and addition to bank payment mandate

Budget review must occur at each finance sub committee and a re-forecasting mechanism must be deployed to adjust to actuals.

Off budget spending must be approved by members of the finance sub committee and agreed by Executive.

#### Finance Sub-Committee

- A finance sub-committee will meet immediately prior to any Executive meeting and review income and expenditure and make any appropriate report or recommendation to the next executive
- Each finance sub committee shall comprise the treasurer, chair and deputy chair of EROSH and all spending sub-group chairs.
- The establishment of direct debits BACS payments or debit/credit card activity out of accounts will need minuted approval of the finance sub committee
- Any member may ascertain true position on income and expenditure by visiting the treasurer with a three day notice period.

#### Role of Treasurer

- The treasurer will convene the finance subcommittee. In their absence the chair or deputy chair shall be sufficiently briefed to carry out the role of chairing the finance committee and provide appropriate reports.
- All activity on the bank account will be monitored by the treasurer
- The treasurer shall require the administrator to provide a monthly report of income from subscriptions.
- A reforecast should be provided to reflect decisions made at each finance subcommittee
- The treasurer should so maintain accounts that any member of the finance subcommittee could ascertain the true position on income and expenditure by visiting with a three day notice period.

#### Audit

- The charity commission audit rules shall be adhered to comprehensively.
- Any member of the finance sub group may request an explanation of the state of the accounts from the treasurer by giving at least three days notice of intention to visit
- EROSH will seek to ensure that a practitioner trained/approved by Association of Independent Charity Examiners (AICE) will audit accounts and processes annually.

#### **Regional Sub Group**

The objective of this sub group is to support existing and encourage the establishment of new Regional Networks.

ERoSH is a member organisation drawn from registered social landlords, local authorities, housing professionals, tenant activists, individuals and charities working with and for older people.

Some members have already formed Regional or Local Networks, which have been established according to geography or common interests amongst individuals and or organisations.

Regional Networks consist of groups of local ERoSH members. They have a very important role to play in the structure and development of ERoSH and represent the charity wherever they may be based. Regional Networks are teams of people who energetically and enthusiastically organise regular (usually quarterly), meetings that may be used to discuss one or a series of issues or may be based around speakers and events.

Regional Networks operate autonomously for the most part, but operate to further the charitable aims of ERoSH as agreed by the Trustees. The Trustees will consult with Networks on a regular basis especially on areas such as the aims of the organisation, policy and the annual business plan.

ERoSH Regional Networks encourage and provide a forum for:

- Discussion
- Networking
- Campaigning
- Problem-solving
- Sharing best practice
- Mutual Support

## **Rationale**

- The sheltered and retirement housing sector is changing at a fast pace, and floating support schemes for older people are being developed all over the UK and ERoSH Networks are designed to support members at an operational and strategic level.
- ERoSH Regional Networks, have considerable discretion in how their group is run. A Toolkit is available setting out the basic framework upon which an ERoSH Regional Networks might be set.
- Regional Network organisers may accept a high level of commitment to making sure the group operates smoothly.
- The Regional Networks should reflect the interests of the individuals within the group and should therefore, ultimately drive itself. The Regional Network co-ordinator will stay in contact with members and offer support in terms of advice and administration.
- If ERoSH is to remain a 'voice' of the sheltered housing sector, feedback and communication from the Regional Networks to stay in touch with grass-root issues within the sector. The website has a dedicated area for this purpose.
- During 2007 investigate the possibility of establishing ERoSH in Scotland.

- Continue discussions regarding new networks in various parts of England with the aim of establishing at least two Networks a year.
- Encourage the establishment of e-reference networks and other forms of communication between members will be investigated.
- Provide on going support and advice to new and established Networks.

## Appendix A – Job Profile

### ERoSH Job Profile Chair

#### General responsibilities

- To ensure that ERoSH complies with its governing document, charity law, company law and any other relevant legislation or regulations
- To ensure that ERoSH pursues its objects as defined in its governing document
- To ensure ERoSH applies its resources exclusively in pursuance of its objects
- To contribute actively to the board of trustees' role in giving firm strategic direction to ERoSH, setting overall policy, defining goals and setting targets and evaluating performance against agreed targets
- To safeguard the good name and values of ERoSH
- To ensure the effective and efficient administration of ERoSH
- To ensure the financial stability of ERoSH
- To protect and manage the property of the ERoSH charity and to ensure the proper investment of the charity's funds
- To secure the services of consultants to undertake roles relating to Policy, Membership Administration and Marketing and ensure that their performance is monitored appropriately.
- To keep under review consultants services to ensure they continue to meet the needs of the Charity.

In addition to the above statutory duties, as a trustee the Chair will use any specific skills, knowledge or experience they have to help the board of trustees reach sound decisions.

This may involve:

- Scrutinising board papers
- Leading discussions
- Focusing on key issues
- Providing guidance on new initiatives
- Other issues in which the trustee has special expertise.

#### Additional duties of the chair:

- Planning the annual cycle of board meetings
- Setting agendas for board meetings
- Chairing and facilitating board meetings
- Giving direction to board policy-making
- Monitoring that decisions taken at meetings are implemented
- Representing ERoSH at conferences, meetings
- Acting as a spokesperson as appropriate
- Bringing impartiality and objectivity to decision-making

The vice-chair acts for the chair when the chair is not available and undertakes assignments at the request of the chair.

## Appendix A – Job Profile

<b>ERoSH Job Profile Cont. Chair</b>
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### Chair person specification:

- Commitment to ERoSH
- Willingness to devote the necessary time and effort
- Strategic vision
- Good, independent judgement
- Ability to think creatively
- Willingness to speak their mind
- Understanding and acceptance of the legal duties, responsibilities and liabilities of trusteeship
- Ability to work effectively as a member of a team
- Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- Leadership skills
- Experience of committee work
- Tact and diplomacy
- Good communication and interpersonal skills
- Impartiality, fairness and the ability to respect confidences
- It is a requirement that the chair / vice-chair to have knowledge of the Sheltered Housing and wider services for Older People and is desirable to have a wider involvement with the voluntary sector and other networks.

## Appendix B – Job Profile

<p style="text-align: center;"><b>ERoSH Job Profile</b> <b>Hon. Vice Chair</b></p>
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- Fulfil Chair position in the absence of the Chair at Executive Meetings.
- Act as a signing authority on behalf of the Board for financial and legal purposes in the absence of the Chair.
- Be an active member of the Executive Committee.
- Assume such duties as may be assigned by the Council or the Executive Board.

## Appendix C – Job Profile

<b>ERoSH Job Profile Treasurer</b>
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- Lead, Chair & facilitate the finance sub committee meeting (Set agenda, agreeing minutes with Chair's assistant)
- Contribute to the construction and delivery of the finance element of the business plan
- Ensure the procurement strategy is adhered to
- Produce a quarterly update of the accounts in association with the administrator (Receive cashbook from administrator, update it and forward to finance sub committee after entering spends on cashbook by overwriting)
- Issue cheques and account for all spends
- Correspond with the auditor (deliver financial papers, respond to preliminary report (questions))
- Oversee the budget setting and monitoring processes
- Maintain files of spends, income and trustee decisions (AGM, trustee meeting, finance sub committee meeting)
- Oversee and update risk mapping
- Bring auditor recommendations to the executive
- Ensure awareness of good financial practice for charities
- Contribute to prudent development of the charity
- Maintain (with the administrator) an assets register
- Ensure insurances up to date
- Be the Guardian of the cheque book and the bank account
- Be a source of accountability for decisions that have a financial impact
- Ensure compliance with good practice in financial governance

### **Person Specification:**

- A Trustee (or someone willing to serve as such)
- Good financial management skills
- Willing to utilise the governance hub (see <http://www.governancehub.org.uk/>)
- Good knowledge of the sector (networked?)
- Good communication skills (ability to lead meeting and drive objectives, make presentations?)
- Email enabled with spreadsheet capability

## Appendix D – Job Profile

<p style="text-align: center;"><b>ERoSH Job Profile Honorary Secretary</b></p>
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The role of the Company Secretary has responsibilities to the Executive Trustees, and the Charity. Within each, the Company Secretary's role can be very diverse.

### **The Executive**

- To ensure that the procedure for the appointment of trustees is properly carried out.
- To assist in the proper induction of trustees.
- To be available to provide comprehensive practical support and guidance to trustees both as individuals and as a collective.
- To ensure compliance with the required standards of good governance by raising matters which may warrant the attention of the Executive.

### **The Company**

- To ensure compliance with all relevant statutory and regulatory requirements.
- To administer the formalities of the AGM.
- To assist in the implementation of the Business Plan and its aims and objective by ensuring that the Executive's decisions and instructions are properly carried out and communicated.
- To provide a central source of guidance and advice within the company on matters of business ethics and good governance.

## **Appendix E – EROSH Constitution**

### **EROSH – a Charitable Unincorporated Association**

#### **Constitution**

Adopted on the 23<sup>rd</sup> day of October 2001, amended 7<sup>th</sup> February 2003, amended 8 May 2003.

#### **A. Name**

The name of the Association is 'The Emerging Role of Sheltered Housing National Consortium' [EROSH] ("the Charity")

#### **B. Administration**

Subject to the matters set out below, the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause G of this constitution ("the Executive Committee")

#### **C. Objects**

The charity's objects ("the objects") are:

- ~~i. To promote all forms of sheltered housing~~
- ~~ii. To raise awareness of the work of sheltered housing staff~~
- ~~iii. To increase joint working and understanding between sheltered and retirement housing staff and professionals in health and social services~~
- ~~iv. To identify and disseminate good practice~~

**"1. Promoting the education of the public in the provision of sheltered housing in order to relieve the needs of the elderly; and**

**2. To relieve the needs of the elderly directly by promoting the effective use of resources by charities and non-charitable organisations within the sheltered housing sector"**

#### **D. Mission**

1. To raise awareness of the work of sheltered housing staff
2. To increase joint working and understanding between sheltered and retirement housing staff and professionals in health and social services
3. To identify and disseminate good practice

#### **E. Powers**

In furtherance of the objects but not otherwise, the Executive Committee may exercise the following powers:

- i. Power to raise funds and invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;

## **Appendix E – EROSH Constitution**

- ii. Power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all necessary provision for the payment of pensions and superannuation for staff and their dependants;
- iii. Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- iv. Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- v. Power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- vi. Power to do all such other lawful things as are necessary for the achievement of the objects

### **F. Membership**

- (1) Membership of the charity shall be open to:
  - i. Individuals (over the age of 18 years) who are interested in furthering the work of the Charity and who have paid any annual subscription laid down from time to time by the Executive Committee, and
  - ii. Any body corporate or unincorporated association which is interested in furthering the Charity's work and has paid any annual subscription (any such body being called in this constitution a "member organisation")
- (2) Every member shall have one vote
- (3) Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity ; and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend
- (4) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the Secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
- (5) The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation: Provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

### **G. Honorary Officers**

At the annual general meeting of the Charity the members shall elect from amongst themselves a Chair, a Deputy Chair, a Secretary and a Treasurer, who shall hold office from the conclusion of that meeting.

## **Appendix E – EROSH Constitution**

### **H. Executive Committee**

- (1) The Executive Committee shall consist of not less than 10 members nor more than 12 members, being:
  - (a) The honorary officers specified in the preceding clause;
  - (b) Not less than 7 and not more than 9 members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting
- (2) The Executive Committee may in addition appoint not more than 3 co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause J, and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- (3) One quarter of the members of the Executive Committee shall be required to re-stand for office at the end of the annual general meeting next after the date on which they came into office.
- (4) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment of or qualification of a member.
- (5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would, if appointed, be disqualified under the provisions of the following clause.
- (6) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

### **I. Determination of Membership of Executive Committee**

A member of the Executive Committee shall cease to hold office if he or she:

- (1) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs
- (3) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his/her office be vacated; or
- (4) notifies to the Executive Committee a wish to resign (but only if at least 3 members of the Executive Committee will remain in place when the notice of resignation is to take effect)

## **Appendix E – EROSH Constitution**

### **J. Executive committee members not to be personally interested**

No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee

### **K. Meetings and proceedings of the Executive Committee**

- (1) The Executive Committee shall hold at least 2 ordinary meetings each year. A special meeting may be called at any time by the Chair or by any 2 members of the Executive Committee upon not less than 4 days notice being given to the other members of the Executive Committee of the matters to be discussed, but if matters include the appointment of a co-opted member then not less than 21 days notice must be given.
- (2) The Chair shall act as chair at meetings of the Executive Committee. If the Chair is absent from any meeting, the members of the Executive Committee present shall choose one of their number to chair the meeting before any other business is transacted.
- (3) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at the meeting.
- (4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the Chair shall have a second or casting vote.
- (5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committees.
- (6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (7) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

### **L. Receipts and expenditure**

- (1) The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- (2) The funds belonging to the Charity shall be applied only in furthering the objects.

## **Appendix E – EROSH Constitution**

### **M. Property**

- (1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to :
- a) all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities; and
  - b) all investments held by or on behalf of the charity;

To be vested in either a corporation entitled to act as custodial trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be held liable for the acts and defaults of its members.

- (2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Executive Committee may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any such subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

### **N. Accounts**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- 1) The keeping of accounting records for the Charity
- 2) The preparation of annual statements of account for the Charity
- 3) The auditing or independent examination of the statements of account for the Charity; and
- 4) The transmissions of the statements of account of the Charity to the Commission.

### **O. Annual Report**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

### **P. Annual Return**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

## **Appendix E – EROSH Constitution**

### **Q. Annual General meeting**

- (1) There shall be an annual general meeting of the Charity which shall be held in the month of August in each year or as soon as practicable thereafter
- (2) Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days notice of the annual general meeting to all members of the Charity. All members of the Charity shall be entitled to attend and vote at the meeting.
- (3) Before any other business is transacted at the first annual general meeting the persons present shall appoint a Chair of the meeting. The Chair shall be the Chair of subsequent Annual General meetings, but if he or she is not present, before any business is transacted the persons present shall appoint a Chair for the meeting.
- (4) The Executive Committee shall present to each Annual General meeting the report and accounts for the Charity for the preceding year.
- (5) Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the Secretary of the Executive Committee at least 14 days before the Annual General meeting. Should nominations exceed vacancies, election shall be by ballot.

### **R. Special General Meetings**

The Executive Committee may call a special general meeting of the Charity at any time. If at least 10 members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days notice must be given. The notice must state the business to be discussed.

### **S. Procedure at General Meetings**

- (1) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
- (2) There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or 10 members of the Charity, whichever is the greater, are present at any general meeting.

### **T. Notices**

Any notice required to be served on any member of the Charity shall be in writing, and shall be served by the Secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

### **U. Alterations to the Constitution**

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two-thirds of the members present and voting at a general meeting. The notice of the meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (2) No amendment may be made to clause A, clause C, clause I, clause U or this clause without the prior consent in writing of the Commissioners.
- (3) No amendments may be made which would have the effect of making the Charity cease to be a Charity at law.

## **Appendix E – EROSH Constitution**

(4) The Executive Committee should promptly send to the Commission a copy of any amendments under this clause.

### **V. Dissolution**

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days notice (stating the terms of the resolution proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine, or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commission.

### **W. Arrangements until first Annual General Meeting**

Until the first Annual General Meeting takes place this constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.

This constitution was adopted/AMENDED on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed: